

EXHIBIT B

Sole Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LORDSTOWN MOTORS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**DECLARATION OF ANDREW L. SOLE, ON BEHALF OF
ESOPUS CREEK VALUE SERIES FUND LP – SERIES “A”, AS CHAIRPERSON OF
THE COMMITTEE WITH AUTHORITY, IN SUPPORT OF APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
MORRIS JAMES LLP AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE
OF EQUITY SECURITY HOLDERS NUNC PRO TUNC TO SEPTEMBER 7, 2023**

Pursuant to 28 U.S.C § 1746, I, Andrew L. Sole, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. My name is Andrew L. Sole, I am over the age of 21 and am competent in all respects to make this Declaration. I am an authorized representative of Esopus Creek Value Series Fund LP – Series “A” (“Esopus”), a member of the Official Committee of Equity Security Holders (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”), with authority to execute this Declaration in support of the Committee’s application to retain Morris James LLP (“Morris James”) as Delaware counsel pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). I make this Declaration solely in the capacity as chair and a member of the Committee, on behalf of Esopus and not in any personal capacity. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

documents, information provided to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Morris James LLP as Delaware Counsel to The Official Committee of Equity Security Holders Nunc Pro Tunc to September 7, 2023* (the “Application”).² In support of the Application, the Committee relies upon the Monzo Declaration, which is attached to the Application as **Exhibit A**.

3. The Committee selected Brown Rudnick LLP (“Brown Rudnick”) and Morris James as its Delaware counsel on September 7, 2023. The Committee selected Morris James because of Morris James’ extensive general legal experience and knowledge, and, in particular, its substantial experience in representing official committees of creditors and recognized expertise in the field of creditors’ rights and business reorganization under chapter 11 of the Bankruptcy Code, particularly in cases pending before the United States Bankruptcy Court for the District of Delaware, both as Delaware counsel and lead counsel. The Committee understands that Morris James’ expertise includes representing official creditors’ committees in large and complex bankruptcy cases, as set forth in the Monzo Declaration. The Committee understands that since the Committee’s appointment, Morris James has been working closely with Brown Rudnick and other Committee professionals, the Debtors, the Official Committee of Unsecured Creditors, and other parties-in-interest to become familiar with the Debtors’ businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. For these reasons, the Committee believes that Morris James is well-qualified and uniquely able to represent the Committee in the Chapter 11 Cases in an efficient and timely manner.

² Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Application.

4. The members of the Committee reviewed Morris James' standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Morris James, the Committee understands that those rates are generally consistent with Morris James' rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members' experience in the bankruptcy field, the Committee believes these rates are reasonable.

5. The Committee will approve any prospective budget and staffing plan provided by Morris James, recognizing that, in the course of large chapter 11 cases like these Chapter 11 Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and Morris James. The Committee further recognize that it is the Committee's responsibility to closely monitor the billing practices of its professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Chapter 11 Cases. The Committee will continue to review the invoices that Morris James regularly submits, and, together with Morris James, periodically amend any budget and staffing plans, as the Chapter 11 Cases develop.

6. I am authorized to submit this Declaration on behalf of the Committee, and if called upon to testify, I would testify competently to the facts set forth herein.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: September 27, 2023

THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS OF
LORDSTOWN MOTORS CORP., *et al.*

By: /s/ Andrew L. Sole

Andrew L. Sole on behalf of Esopus Creek
Value Series Fund LP – Series “A”, solely in
his capacity as Chairperson to the Official
Committee of Equity Security Holders